

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

ROBERT H. AYLOR, JR., On Behalf Of Himself : Civil Action No. 05-0222 (SLR)  
and All Others Similarly Situated, : Class Action

Plaintiff,

v.

XYBERNAUT CORPORATION, EDWARD G.  
NEWMAN, STEVEN A. NEWMAN, M.D., and  
THOMAS D. DAVIS,

Defendants.

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MOSHE TAL, On Behalf Of Himself and All : Civil Action No. 05-0242 (SLR)  
Others Similarly Situated, : Class Action

Plaintiff,

v.

XYBERNAUT CORPORATION, EDWARD G.  
NEWMAN, STEVEN A. NEWMAN, M.D., and  
THOMAS D. DAVIS,

Defendants.

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[Captions Continued On Next Page]

**XYBERNAUT INVESTORS GROUP'S NOTICE OF  
CONDITIONAL WITHDRAWAL OF LEAD PLAINTIFF MOTION**

MICHAEL FEHRENBACHER, Individually and  
On Behalf Of All Others Similarly Situated,

Plaintiff,

v.

XYBERNAUT CORPORATION, EDWARD G.  
NEWMAN, STEVEN A. NEWMAN, M.D., and  
THOMAS D. DAVIS,

Defendants.

Civil Action No. 05-0256 (SLR)  
Class Action

JEFFREY M. JASKOL AND STACEY J.  
JASKOL, Individually and On Behalf Of All  
Others Similarly Situated,

Plaintiffs,

v.

XYBERNAUT CORPORATION, EDWARD G.  
NEWMAN, STEVEN A. NEWMAN, THOMAS  
D. DAVIS, BRUCE C. HAYDEN, and  
GRANT THORNTON LLP,

Defendants.

Civil Action No. 05-0268 (SLR)  
Class Action

JOSEPH DANIEL WAUHOP, On Behalf Of  
Himself and All Others Similarly Situated,

Plaintiff,

v.

XYBERNAUT CORPORATION, EDWARD G.  
NEWMAN, STEVEN A. NEWMAN, M.D.,  
THOMAS D. DAVIS, JOHN F. MOYNAHAN,  
and GRANT THORNTON, LLP,

Defendants.

Civil Action No. 05-0310 (SLR)  
Class Action

[Captions Continued On Next Page]

CHRISTINA W. DONNELLY, JOHN	:	
DONNELLY, JAMES G. WILLIAMSON, and	:	
RICHARD W. DEARBORN,	:	
	:	
Plaintiffs,	:	
v.	:	
	:	
XYBERNAUT CORPORATION, EDWARD G.	:	
NEWMAN, STEVEN A. NEWMAN, THOMAS	:	
D. DAVIS, BRUCE C. HAYDEN, and	:	
GRANT THORNTON LLP,	:	
	:	
Defendants.	:	
	:	

Civil Action No. 05-0334 (SLR)  
Class Action

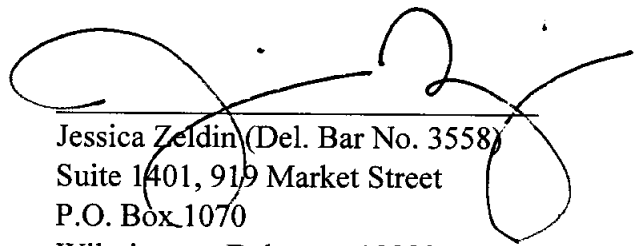
PLEASE TAKE NOTICE that Individual investors, Donald T. Ogle, Jr., Wei Wang, Tom Johnson, Michael Taylor, and Robert A. Schultz (collectively, the “Xybernaut Investors Group”), hereby submit this Conditional Withdrawal of Lead Plaintiff Motion.

On June 14, 2005, pursuant to § 27(a)(3)(B) of the Securities Act of 1933 (the “Securities Act”), as amended by the Private Securities Litigation Reform Act of 1995 (the “PSLRA”), 15 U.S.C. § 77z-1(a)(3)(B), the Xybernaut Investors Group moved for appointment as lead plaintiff in connection with the above-captioned securities fraud class actions (Aylor D.I. 4; Tal D.I. 8; Fehrenbacher D.I. 7; Jaskol D.I. 11; Wauhup D.I. 6; Donnelly D.I. 4; Smith D.I. 5). Three other groups, only one of which asserted losses greater than the Xybernaut Investors Group, also moved for appointment as lead plaintiff: the Al Mesnad Group (consisting of four individuals with combined losses of \$853,508); the James Group (consisting of five individual investors with combined losses of \$427,000); and the Fehrenbacher

Shareholder Group (consisting of three members with combined losses of \$381,000).

The PSLRA provides that there is a presumption that “the most adequate plaintiff ... is the person or group of persons” that, *inter alia*, “has the largest financial interest in the relief sought by the class.” 15 U.S.C. § 77z-1(a)(3)(B)(iii). In recognition of the amount of the Al Mesnad Group’s combined losses, and in light of the most recent submission to the Court by the Al Mesnad Group in support of its motion for lead plaintiff, the Xybernaut Investors Group conditionally withdraws its motion and respectfully submits that the Al Mesnad Group should be appointed as lead plaintiff.<sup>1</sup>

ROSENTHAL, MONHAIT, GROSS  
& GODDESS, P.A.



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<sup>1</sup>In the event that the Court were to determine that the Al Mesnad Group is not the appropriate group to serve as lead plaintiff, the Xybernaut Group, as the movant with the second largest loss, stands ready to serve as lead plaintiff.

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July 5, 2005

**CERTIFICATE OF SERVICE**

I hereby certify that on July 5, 2004, I electronically filed XYBERNAUT INVESTORS GROUP'S NOTICE OF CONDITIONAL WITHDRAWAL OF LEAD PLAINTIFF MOTION TO ANSWER OR OTHERWISE RESPOND using CM/ECF, which will send notification of such filing, to the following:

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I hereby certify that on July 5, 2005, I have caused to be sent via first class mail, a copy of the same document to the following non-registered participants:

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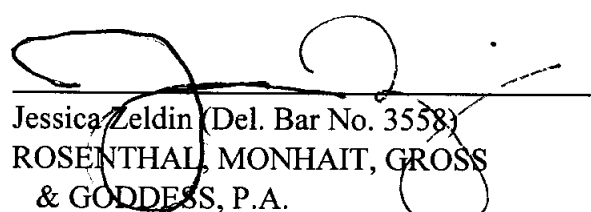
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